

Ampco-Pittsburgh Corporation

CODE OF ETHICS FOR PRINCIPAL EXECUTIVE AND FINANCIAL OFFICERS

Adopted by the Board of Directors on February 19, 2004 upon recommendation of the Audit Committee and amended on April 23, 2008

Introduction

This Code of Ethics (the “Code”) applies to the chief executive officer and principal financial officer, or others performing similar functions (the “Principal Officers”) of Ampco Pittsburgh Corporation (the “Company”).

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all of the Company’s directors, officers and other employees. All Principal Officers are expected to conduct themselves in accordance with the Code of Business Conduct and Ethics.

Periodic Reports Filed by the Company

In addition to following the ethical guidelines established by the Company’s Code of Business Conduct and Ethics, our Principal Officers have specific responsibilities with respect to the Company’s financial reporting and public disclosures. The Principal Officers play a critical role in the Company’s efforts to make full, fair, accurate, timely and understandable disclosures in the periodic reports it files with the Securities and Exchange Commission (“Periodic Reports”). Principal Officers shall endeavor in good faith to assist the Company in such efforts, including by:

- Disclosing to the Audit Committee of the Board any significant deficiencies in the design or operation of the Company’s internal controls impacting the collection and reporting of financial data and any fraud involving management or other employees;
- Recording and reporting information in an honest and accurate manner. Principal Officers must endeavor to ensure that the books, records, accounts and financial statements of the Company are recorded and kept in reasonable detail, in a manner that appropriately reflects the Company’s transactions and in a manner that conforms both to applicable legal requirements and to the Company’s system of internal controls. Unrecorded or “off the books” funds or assets are not to be maintained by the Company unless permitted by applicable law or regulation;
- Cooperating with the Company’s internal and independent auditors when asked to do so; and

- Helping to develop, maintain and observe the Company's disclosure controls and procedures when preparing Periodic Reports in order to facilitate accurate and timely filings.

Certain Procedures

Waivers of the Code. Any waiver of this Code may be made only by the Board and must promptly be disclosed as required by law or stock exchange regulation.

Violations of the Code. Violations of the Code will subject Principal Officers to possible disciplinary action, which could include being relieved of duties or termination of employment.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Principal Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.